



CORPORATION SERVICE COMPANY

RECORDATION NO. 24538-E FILED

JUN 08 07

3-25 PM

SURFACE TRANSPORTATION BOARD

May 23, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 935796-005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 06/15/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

NRG POWER MARKETING INC
211 CARNEGIE CENTER
PRINCETON, NJ 08540

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 AVENUE OF THE AMERICAS
20TH FLOOR
NEW YORK, NY 10036

Thank you for your assistance in this matter.

Sincerely,

Beth Poani 1-800-995-5071 ext. 3753

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of March, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and NRG POWER MARKETING INC. a Delaware corporation, with an address at 211 Carnegie Center, Princeton, NJ 08540 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 25, 2003, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on July 31, 2003 as Recordation Number 24538.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Annex A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JM Keasling
Name: JM KEASLING
Title: SVP - LEASING

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

NRG POWER MARKETING INC.

By: Kevin T. Howell
Name: Kevin T. Howell
Title: Chairman, President and CEO
NRG Power Marketing Inc.

Schedule A

Number of Cars

Equipment Description

123

4,520 C.F. aluminum coal gondola

1	NCUX	10785	53	NCUX	12086	105	NCUX	12236
2	NCUX	10786	54	NCUX	12089	106	NCUX	12237
3	NCUX	10787	55	NCUX	12090	107	NCUX	12238
4	NCUX	10791	56	NCUX	12091	108	NCUX	12241
5	NCUX	10793	57	NCUX	12093	109	NCUX	12242
6	NCUX	10799	58	NCUX	12094	110	NCUX	12245
7	NCUX	10800	59	NCUX	12095	111	NCUX	12248
8	NCUX	10807	60	NCUX	12097	112	NCUX	12256
9	NCUX	10809	61	NCUX	12104	113	NCUX	12257
10	NCUX	10820	62	NCUX	12105	114	NCUX	12258
11	NCUX	10826	63	NCUX	12108	115	NCUX	12264
12	NCUX	10829	64	NCUX	12111	116	NCUX	12275
13	NCUX	10830	65	NCUX	12118	117	NCUX	12279
14	NCUX	11112	66	NCUX	12120	118	NCUX	12283
15	NCUX	11116	67	NCUX	12121	119	NCUX	12286
16	NCUX	11139	68	NCUX	12123	120	NCUX	12288
17	NCUX	11144	69	NCUX	12124	121	NCUX	12290
18	NCUX	11239	70	NCUX	12126	122	NCUX	12291
19	NCUX	11393	71	NCUX	12129	123	NCUX	12292
20	NCUX	11447	72	NCUX	12132			
21	NCUX	11456	73	NCUX	12135			
22	NCUX	11457	74	NCUX	12138			
23	NCUX	11466	75	NCUX	12140			
24	NCUX	11468	76	NCUX	12143			
25	NCUX	11474	77	NCUX	12145			
26	NCUX	11495	78	NCUX	12147			
27	NCUX	11503	79	NCUX	12151			
28	NCUX	11522	80	NCUX	12154			
29	NCUX	11526	81	NCUX	12165			
30	NCUX	11536	82	NCUX	12166			
31	NCUX	11543	83	NCUX	12167			
32	NCUX	11547	84	NCUX	12174			
33	NCUX	11563	85	NCUX	12175			
34	NCUX	11566	86	NCUX	12179			
35	NCUX	11568	87	NCUX	12181			
36	NCUX	11573	88	NCUX	12182			
37	NCUX	11575	89	NCUX	12186			
38	NCUX	11621	90	NCUX	12190			
39	NCUX	11675	91	NCUX	12192			
40	NCUX	11784	92	NCUX	12193			
41	NCUX	12057	93	NCUX	12195			
42	NCUX	12066	94	NCUX	12197			
43	NCUX	12069	95	NCUX	12207			
44	NCUX	12070	96	NCUX	12210			
45	NCUX	12073	97	NCUX	12211			
46	NCUX	12074	98	NCUX	12215			
47	NCUX	12075	99	NCUX	12219			
48	NCUX	12077	100	NCUX	12220			
49	NCUX	12078	101	NCUX	12227			
50	NCUX	12082	102	NCUX	12228			
51	NCUX	12084	103	NCUX	12229			
52	NCUX	12085	104	NCUX	12231			